



July 11, 2002

CONFIDENTIAL

Mr. Jerry Arehart
 Director, Strategic Alliances
 InSite Business Unit
 3301 Windy Ridge Parkway
 Atlanta, GA 30339

Re: Strategic Alliance

Dear Jerry,

Below I have tried to provide the parameters for a long-term relationship between Indus International and M2 Consulting. This is intended as a "working document" to begin a discussion which could potentially turn into a contract between our respective firms.

Objectives of the Parties

The successful launch, ramp-up, and growth of the InSite™ product in the Facilities Market.

Proposed Arrangement

M2 Consulting believes that there are tremendous synergies between the two companies, where each party could contribute the following:

M2 Consulting	Indus International
<ul style="list-style-type: none"> • Facilities Domain Expertise • Convert Client Base • Sales Support, Implementation, Operations, Customer Service 	<ul style="list-style-type: none"> • Software Platform • Sales Distribution Channel

Jerry Arehart
July 11, 2002
Page 2 of 3

M2 Consulting's Contribution

M2 Consulting has gained a tremendous amount of knowledge and capabilities during the past three years providing application hosting for facilities. M2 Consulting believes it brings a lot of value to this relationship and that Indus would have difficulty either building similar capabilities internally or finding them with another partner. Our value in this relationship falls into three general areas:

I. Domain Expertise in the Facilities Market

M² Consulting would transfer market knowledge, product development direction and input, competitive intelligence, rapid implementation process, maintenance tasking library; commercial best practices for Facilities; sales training and all other accrued knowledge and experience to Indus.

II. Convert Client and Prospect Base

M2 Consulting would convert all of its existing clients to the Insight platform, and all prospects currently in the pipeline would be converted as well. Indus would immediately assume client references and extensive market contacts/introductions. The market is relatively young, and we feel that early momentum is critical to our mutual success. M² Consulting, together with Indus, can create that momentum quickly and effectively.

III. Sales Support, Implementation, Operations, and Customer Service

Sales Support

M² would rely upon the Indus InSite sales channel to prospect, qualify, and propose the InSite solution and services. M² can provide sales assistance, demonstrations, facility references and "independent" validation to prospects together with a proven track record of over 500mm square feet of successfully deployed CMMS solutions in Facilities.

Implementation

M² would provide turnkey implementation services to Indus clients, which in turn would bill the client directly. We think it is important that the "face to the customer" be Indus. Our rates are such that this arrangement would meet or exceed Indus' gross margin expectations for professional services. Alternatively, we could provide services as M² or Indus as the situation dictates.

Hosting & Customer Service

M² proposes to provide our existing computing infrastructure (SQL Server) as the InSite Hosting Platform. This would include all System Administration, installation of revisions, front-line support and remedial training. M² would provide on-going hosting and support services to customers and split the recurring revenue from this with Indus as appropriate.

Jerry Arehart
July 11, 2002
Page 3 of 3

Risk to M²

In order to pursue this relationship, M² would have to terminate our Agreement with MRO Software and sign an Agreement with Indus International. M² sees two significant risks:

- 1) MRO Software may sue to protect this market from penetration by Indus. Consequently, we would propose that language be incorporated in our Agreement that would bind Indus to defend M² against litigation up to a point, beyond which M² would indemnify Indus.
- 2) MRO Software would no longer be a viable sales channel for M² and our revenue could suffer during the transition and in the near term. Here, we would propose that Indus provide a minimum "guarantee" of business provided to M² both during transition and for a reasonable period going forward.

Separation/Termination

In the event that Indus, in the future, would want to own the entire Hosting Business Operation, M² and Indus would agree in advance to a formula for valuing that portion of the operation accruing to M². We would also predetermine the trigger(s) for such a transfer.

M² Consulting looks forward to discussing these and any other aspects of a "partnering" with Indus International. If these concepts are in line with your objectives, we can begin discussing specifics immediately.

Please let me know the next step.

Regards,

M² CONSULTING, INC.

Rick Bevington
President & CEO

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M² Consulting, Inc.